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[CAPTION CONTINUED ON NEXT PAGE]

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11 OPCO, L.L.C., OPENAI GP, L.L.C., OPENAI STARTUP FUND GP I,
12 L.L.C., OPENAI STARTUP FUND I, L.P., OPENAI STARTUP
FUND MANAGEMENT, LLC, OPENAI, L.L.C., OPENAI GLOBAL,
LLC, OAI CORPORATION, OPENAI HOLDINGS, LLC, OPENAI
HOLDCO, LLC, OPENAI STARTUP FUND SPV I, L.P., and
OPENAI STARTUP FUND SPV GP I, L.L.C.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

J. DOE 1, et al.,

Plaintiffs,

V.

GITHUB, INC., a Delaware corporation; MICROSOFT CORPORATION, a Washington corporation; OPENAI, INC., a Delaware nonprofit corporation; OPENAI, L.P., a Delaware limited partnership; OPENAI OPCO, L.L.C., a Delaware limited liability company; OPENAI GP, L.L.C., a Delaware limited liability company; OPENAI STARTUP FUND GP I, L.L.C., a Delaware limited liability company; OPENAI STARTUP FUND I, L.P., a Delaware limited partnership; OPENAI STARTUP FUND MANAGEMENT, LLC, a Delaware limited liability company,

Defendants

Case No. 4:22-cv-06823-JST
Case No. 4:22-cv-07074-JST

Hon. Jon S. Tigar

CLASS ACTION

**DECLARATION OF JOSEPH C.
GRATZ IN SUPPORT OF
DEFENDANTS OPENAI, INC.,
OPENAI, L.P., OPENAI OPCO, L.L.C.,
OPENAI GP, L.L.C., OPENAI
STARTUP FUND GP I, L.L.C., OPENAI
STARTUP FUND I, L.P., AND OPENAI
STARTUP FUND MANAGEMENT,
LLC'S OPPOSITION TO PLAINTIFFS'
MOTION TO CERTIFY THE COURT'S
JUNE 24, 2024 ORDER FOR
INTERLOCUTORY APPEAL
PURSUANT TO 28 U.S.C. § 1292(B)**

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1 I, Joseph Gratz, declare as follows:

2 1. I am a partner in the law firm of Morrison & Foerster LLP and counsel of record
3 for Defendants in this matter. I am a member of good standing in the Bar of the State of
4 California, and I am admitted to practice before this Court. I have personal knowledge of the
5 matters set forth in this declaration and, if called upon to do so, I would testify competently to
6 them.

7 2. Attached hereto as **Exhibit A** is a true and correct excerpt of correspondence from
8 William W. Castillo Guardado to Joseph Gratz, dated June 25, 2024.

9
10 Executed on August 21, 2024, in San Francisco, California

11
12 /s/ Joseph C. Gratz
13 Joseph C. Gratz

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